

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL							
OMB Nur	nber:	3235-0076					
Expires:		April 30, 2008					
Estimated	aver	age burden					
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Name of Offering (check if this is an amendment and name has changed, and indicate The Colchester Alpha Fund LLC	ate change.)	,	LIPPOR ASSOCIA
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6)	ULOE	-
Type of Filing:		, 6	
A. BASIC IDENTIFICATION	N DATA	-	06065211
Enter the information requested about the issuer			
Name of Issuer (check if this is an amendment and name has changed, and indicate	change.)		; ;
The Colchester Alpha Fund LLC			
Address of Executive Offices (Number and Street, City, St	ate, Zip Code)	Telephone Number (Including Area Code)
c/o Colchester Global Investors, Inc., 450 Park Avenue, Suite 2304, New York	k, NY 10022	646-472-1800	1 -
Address of Principal Business Operations (Number and Street, City, S (if different from Executive Offices)	tate, Zip Code)		(Including Area Code)
Same as Executive Offices		Same as Executive	
Brief Description of Business		ł	PROCESSED
Type of Business Organization	·		TIAN 0 3 2006
corporation limited partnership, already formed	other (please specify): 🏻 📙	2000
business trust limited partnership, to be formed	. Limite	d Liability Company	THOMSON
Month Year	!	•	FINANCIAL
Actual or Estimated Date of Incorporation or Organization: 12 06	ctual 🔲 Esti		
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbre CN for Canada; FN for other foreign juri			1
GENERAL INSTRUCTIONS			1 .
Federal:	!		
Who Must File: All issuers making an offering of securities in reliance on an exemption und 77d(6).	er Regulation D	or Section 4(6), 17 CFR 2	230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securitie and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the which it is due, on the date it was mailed by United States registered or certified mail to t	address given b	g. A notice is deemed fil below or, if received at th	ed with the U.S. Securities at address after the date on \dagger
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Wash	ington, D.C. 20)549.	1
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which photocopies of the manually signed copy or bear typed or printed signatures.	must be manual	ly signed. Any copies no	of manually signed must be
Information Required: A new filing must contain all information requested. Amendment thereto, the information requested in Part C, and any material changes from the information not be filed with the SEC.	s need only repo previously supp	ort the name of the issuer died in Parts A and B. Pa	and offering, any changes rt E and the Appendix need
Filing Fee: There is no federal filing fee.	· ·		
State:	4		1
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption	on (ULOE) for :	sales of securities in thos	se states that have adopted
ULOE and that have adopted this form. Issuers relying on ULOE must file a separate rare to be, or have been made. If a state requires the payment of a fee as a precondition accompany this form. This notice shall be filed in the appropriate states in accordance this notice and must be completed.	n to the claim fo	or the exemption, a fee i	n the proper amount shall
ATTENTION—	· · · · · · · · · · · · · · · · · · ·		1
Fallure to file notice in the appropriate states will not result in a loss of appropriate federal notice will not result in a loss of an available state exfiling of a federal notice.	the federal e xemption unlo	xemption. Converse ess such exemption i	ly, failure to file the s predictated on the

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	8018	8.2	3.42		3 - W	B. I	NEORMAT	ION(ABOU	TOFFERI	NG 🔭	ia u	a con	Sta 1	1. 7. A. A.
Answer also in Appendix, Column 2, if filling under ULOE \$ 1,000,000,000 Yes No 1. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list name of the broker or dealer, give persons to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list name of the broker or dealer. Timer than five (Spersons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer control. Full Name (Last name first, if individual) NAM Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) States) AL AK AZ AR CA CO CT DE DC FL GA III III NI IIA KS KY LA ME NID MA NI MNI NIS MO MNI NIS	1.	Has the	issuer sold	L or does t	he issuer i	ntend to se	ll to non-a	ecredited i	nvestors in	this offer	ing?			
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IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA	Rusi Nam State Full Busi Nam State	ness or lee of Association (Check "AL IL MT RI Name (L ness or lee of Association with the lee of Association with	ch Person All States AK IN NE SC ast name f Residence ociated Bro	Address (Poker or Dec	Number and aler Solicited individual AR KS NH TN ividual) Number and aler Solicited	or Intends States) CA KY NJ TX d Street, C	CO LA NM UT	Purchasers CT ME NY VT Zip Code)	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
	Nam State Full Busi Nam State	ness or lee of Association (Check "AL IL MT RI Name (L ness or lee of Association with the control of the contr	ch Person All States ast name f Residence ociated Bro	Address (Poker or Dec	Number and aler Solicited individual AR KS NH TN ividual) Number and aler Solicited individual	or Intends States) CA KY NJ TX d Street, C	CO LA NM UT City, State, 2	Purchasers CT ME NY VT Zip Code)	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
المتعا لتنتا لتنتا لتنا لتنا لثنا لننا النتا لتنتا لتنتا النتا	Busi Pull Busi State	ness or lee of Association (Check "AL IL IL IN IT IN I	Residence ch Person All States AK IN NE SC ast name f Residence ch Person All States AK IN	Address (Notes or Description of Check AZ IA NV SD Test, if indicates (Notes or Description of Check Listed Has " or check AZ Listed Has " or check AZ	Number and aler Solicited individual AR KS NH TN Solicited individual AR AR AR KS	or Intends States) CA KY NJ TX d Street, C or Intends States) CA KY	CO LA Sto Solicit CO LA To Solicit CO LA	Purchasers CT ME NY VT Zip Code) Purchasers CT ME	DE MD VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HII MS	ID MO PA PR I States

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C:OFFERING PRICE NUMBER OF INVESTORS, EXPENSES AN	D USE OF PROCEEDS	
Enter the aggregate offering price of securities included in this offering and the total amo sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offe this box and indicate in the columns below the amounts of the securities offered for exalready exchanged.	ering, check	
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	s
Equity	s	s
Common Preferred		
Convertible Securities (including warrants)	s <u>:</u>	s
Partnership Interests	s '	s
Other (Specify limited liability company interests		\$ 0.00
Total		\$ 0.00
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased secur offering and the aggregate dollar amounts of their purchases. For offerings under Rule 50 the number of persons who have purchased securities and the aggregate dollar amount purchases on the total lines. Enter "0" if answer is "none" or "zero."	04, indicate	
	Number	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	0	\$_0.00
Non-accredited Investors		s
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ N/A
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for al sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prints sale of securities in this offering. Classify securities by type listed in Part C — Qu	prior to the	
· ·	Type of '	Dollar Amoun
Type of Offering	Security	Sold
Rule 505		<u>\$_N/A</u>
Regulation A	1	\$ <u>N/A</u>
Rule 504		\$_N/A
Total		\$_N/A
a. Furnish a statement of all expenses in connection with the issuance and distribu securities in this offering. Exclude amounts relating solely to organization expenses of a The information may be given as subject to future contingencies. If the amount of an expense known, furnish an estimate and check the box to the left of the estimate.	the insurer.	••
Transfer Agent's Fees		\$
Printing and Engraving Costs		\$ <u>0.00</u>
Legal Fees		\$ 0.00
	; 400	0.00 **
Accounting Fees		\$_0.00 **
-	, =	\$_0.00 \$_0.00 **
Accounting Fees	Ø	
Accounting Fees	Ø	\$ 0.00

^{*}This is a continuous offering with no limit as to the aggregate offering amount.
**Expenses shall be born by the Investment Manager.

CACCEDINOPPI	CE, NUMBER OF INVEST	OUC EVDENCES AND	UCE OF PROCEERS	
C.O.T.E.IINO.J.	CE, NUMBER OF HVEST	URS EATERSES AND		
b. Enter the difference between the aggre and total expenses furnished in response to proceeds to the issuer."	Part C - Question 4.a. Th	is difference is the "adju	sted gross	s
. Indicate below the amount of the adjusted each of the purposes shown. If the amount check the box to the left of the estimate. The proceeds to the issuer set forth in response	unt for any purpose is not he total of the payments lis	known, furnish an est ted must equal the adju	imate and	
		<u>;</u>	Payments	
• 71		į	Officers, Directors, Affiliates	& Payments to:
Salaries and fees	************************************	; 	<u>†</u> \$	
Purchase of real estate		<u> </u>		
Purchase, rental or leasing and installation		} }		
and equipment		(
Construction or leasing of plant building			🗹 \$ 🔻 🕛	S
Acquisition of other businesses (includin offering that may be used in exchange fo			:	
issuer pursuant to a merger)				Z \$
Repayment of indebtedness			🔼 \$	🗾 \$
Working capital				[] \$
Other (specify): Investments in securiti	ies	1	[] \$	S 100%
			·	ļ
· · · · · · · · · · · · · · · · · · ·		•	🗾 \$	Z \$
Column Totals				
Total Payments Listed (column totals add		1		§ 100%
	D FEDERA	SIGNATURE		
he issuer has duly caused this notice to be sign gnature constitutes an undertaking by the issue information furnished by the issuer to any suer (Print or Type)	uer to furnish to the U.S. So non-accredited investor	Securities and Exchang oursuant to paragraph (e Commission, upon w	r Rule 505, the followin ritten request of its staf
e Colchester Alpha Fund LLC	Signature	get Hung	Date	
ame of Signer (Print or Type)	Title of Signer	(Print or Type)		
dward Wong	Secretary of C	olchester Global Inv	vestors, Inc., Manag	ing Member of the
This is a continuous offering with no set lim	nit as to the aggregate off	ering amount		
		I		Ì
			•	
			1	}

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Park &		A . E. STATE SIGN	ATURE -	- 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1					
 Is any par provisions 	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Not Applicable to Rule 506 Offerings								
		See Appendix, Column 5,	for state response	e.					
D (17 CF) 3. The under issuer to continue of this except.	R 239.500) at such times as resigned issuer hereby under offerees. Not applicable to resigned issuer represents that fering Exemption (ULOE) emption has the burden of ethis notification and knows t	takes to furnish to any state admired by state law. takes to furnish to the state ad Rule 506 Offerings at the issuer is familiar with the of the state in which this notice stablishing that these conditions the contents to be true and has defined as the state in the state and the contents to be true and the state in the state and the contents to be true and the state in the state and the contents to be true and the state admired the contents to be true and the state admired	ministrators, upon l e conditions that is filed and undens ns have been sati	n written request, info must be satisfied to be erstands that the issuer isfied.	rmation furnis e entitled to the claiming the a	hed by the le Uniform availability erings			
Issuer (Print or Typ The Colchester A		Signature Way for	c Hung	Date					
Name (Print or Typ	ne)	Title (Print or Type)	ı	1		1			
Edward Wong		Secretary of Colche	ester Global Inv	vestors, Inc., Manag	ing Member	r of the Issuer			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	resent.			≱ New YeAP	PENDIX		14, 83	C. Vierr		
: 1		2	3 Type of security	4				5 Disqualification under State ULOE		
	Intend	to sell	and aggregate		i			(if yes,	attach	
		ccredited s in State	offering price offered in state			investor and rchased in State			ation of	
		In State	(Part C-Item 1)	•		C-Item 2)	ļ	waiver granted) (Part E-Item 1)		
State	Yeş	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL	1	X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
AK		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
AZ		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		1	
AR		X	Untimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
CA		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
со		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
'CT		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
DE		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
DC		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
FL :		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00	·		
GA (X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
ні		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
ID		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
IL		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
IN		X_	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
IA		X	Unkinesed offering of limited liability company interests	0	\$0.00	0	\$0.00			
KS		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
KY		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
LA		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
ME		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
MD		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
MA		\times	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
MI		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
MN		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			
MS		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00			

				APP	ENDIX 🔌				
1		2	3 Type of security			4	1	under Sta	ification
		l to sell ccredited	and aggregate offering price		Type of	finvestor and		(if yes, explana	1 1
	investor	s in State	offered in state		amount pu	rchased in State		waiver	granted)
	(Part B	-Item 1)	(Part C-Item 1)		(Part	C-Item 2)		(Part E-	Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО		X	Unlimited offering of limited tiability company interests	0	\$0.00	0	\$0.00		
МТ		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
NE	l. 	X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
NV	l.	X	Untimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
NH		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
NJ		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
NM		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
NY		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
NC		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
ND		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
ОН		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
ок		X	Untimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
OR		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
PA		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
RI		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
sc		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
SD		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
TN		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
TX		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
UT		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
VT		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
VA.		X	Unlimited affering of limited liability company interests	0	\$0.00	0	\$0.00		
WA		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
wv		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
wı		X	Unlimited offering of fimited liability company interests	0	\$0.00	0	\$0.00		

				ÄPP	ENDIX				
1	. 2	2	3		4				
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under Sta (if yes, explana waiver	lification atte ULOE attach attion of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
ŴΥ	H .!	X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		
Ρ̈́R		X	Unlimited offering of limited liability company interests	0	\$0.00	0	\$0.00		